

P 99000020154

Feb. 25 1999

Fla. Div. of Corp.  
40409 E Gaines St  
Tallahassee, Fl. 32399

RE: VISUAL FONE Inc.  
application for incorporation

Application was sent but as an oversight the check was not included.

Enclosed herewith is check in the amount of \$79. to cover incorporation fee.

Sincerely,

Linda Marlow

3/3  
W 5035

L. MARLOW  
6300 CAMERON FOREST LN. APT. 1-F  
CHARLOTTE, NC 28210-5009

99 MAR -3 PM 4: 17  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

3/3/99  
[Signature]

600002793536--4  
03/03/99-01002-016  
\*\*\*\*\*79.00 \*\*\*\*\*78.75

bc

ARTICLES OF INCORPORATION  
OF  
VISUAL FONE INC.

The undersigned hereby establishes the following for the purposes of becoming a corporation under the laws of the State of Florida, by and under the provision of the Statutes of the State of Florida providing for the formation, liability, rights, privileges and immunities of a corporation for profit.

ARTICLE I

The name of the corporation shall be Visual Fone Inc.

ARTICLE II

This Corporation is organized for the following purposes: To engage in the business of communications, tele-communications, consulting, sale of hardware and any other business relating thereto.

ARTICLE III

The number of shares of stock that this corporation is authorized to have outstanding at any one time is thirty million (1,000) Shares of Common Stock.

ARTICLE IV

There shall be no preemptive rights.

ARTICLE V

This corporation shall have perpetual duration unless sooner dissolved by law.

ARTICLE VI

Initial Registered Office and Agent

The business and mailing address of the Corporation and street address of the initial registered office of the Corporation is: 10601 N.W. 105 Way, #629, Medley, Fl. 33178, and the name of the initial registered agent of the Corporation at that address is Linda Marlow.

ARTICLE VII

Initial Board of Directors

This Corporation shall have one director initially. The number of directors may be either increased or decreased from time to time by the Board of Directors pursuant to the by-laws but shall never be less than one (1). The name and address of the initial director of this Corporation is as follows:

Linda Marlow  
10601 N.W. 105 Way #629  
Medley, Fl. 33178

ARTICLE VIII

By-laws

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and shareholders of this Corporation.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE IX

Indemnification

The Corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.

ARTICLE X

The following special provisions shall govern this corporation:

- A. No person shall be required to own, hold or control stock in the Corporation as a condition precedent to holding office or being a director of the Corporation.
- B. No contract or other transaction between the Corporation and any other corporation, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the officers or directors of the Corporation is or are interested in or is an officer or director or are officers or directors of such other corporations, and any officer, officers or directors, individually or jointly, may be a party or parties to or may be interested in any such contract or transaction of the Corporation or in which the Corporation is interested; and no contract, act, transactions of the Corporation with any person or persons, firm, or corporation, in the absence of fraud, shall be affected or invalidated by the fact that any officer, officers or directors of the Corporation is a party or are parties to or interested in such contract, act or transaction, or in any other way connected with such person or persons, firm or corporation, and each and every person who may become an officer or director of this Corporation is hereby relieved from any liability that might otherwise exist from thus contracting with the Corporation for the benefit of himself or any other firm, association or other corporation in which he may be anyway interested.

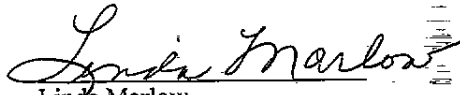
ARTICLE XI

Incorporator

The name and address of the person signing these Articles is as follows:

IN WITNESS HEREOF, the undersigned subscriber has executed these Articles of Incorporation this 24<sup>th</sup> day of FEBRUARY, 1999

Linda MARLOW  
10601 N.W. 105 Way  
# 629  
Medley, FLA. 33178

  
Linda Marlow  
Incorporator and accepting the designation  
As registered agent of the corporation


STATE OF FLORIDA

COUNTY OF DADE

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared Linda Marlow known to me and who has produced a driver's license as identification and who did not take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid this *24* day of *FEBRUARY* 1999

By:



Notary Public  
State of Florida at Large  
Commission #:  
My Commission expires:

